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U.S. DEPARTMENT OF COMMERCE  
 United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY	
To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.	
<b>1. Name of conveying party(ies):</b> Westminster Cracker Company, Inc. 207 Randbury Road Rutland, VT <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Vermont</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No Name: <u>Eastern Bank</u> Internal Address: _____ Street Address: <u>265 Franklin Street</u> City: <u>Boston</u> State: <u>MA</u> Country: <u>U. S. A.</u> Zip: <u>02110</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>Bank</u> Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)
<b>3. Nature of conveyance (Execution Date(s) :</b> Execution Date(s) <u>March 30, 2006</u> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____	<b>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</b> A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>157,903</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b> <u>Westminster Cracker</u>	
<b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Jamee Cohen</u> Internal Address: _____ Street Address: <u>109 State Street</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02109</u> Phone Number: <u>617-371-1050</u> Fax Number: <u>617-371-1051</u> Email Address: <u>jcohen@icra.com</u>	<b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">1</span> <b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41)</b> <u>\$46.00</u> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <b>8. Payment Information:</b> a. Credit Card Last 4 Numbers <u>1816</u> Expiration Date <u>03/07</u> b. Deposit Account Number _____ Authorized User Name _____
<b>9. Signature:</b> <u>Jamee H. Cohen</u> <span style="float: right;">7/3/06</span> _____ Signature Date Name of Person Signing	
Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0148, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22313-1480

CONDITIONAL ASSIGNMENT OF TRADEMARKS

This Conditional Assignment of Trademarks is dated as of this ~~30<sup>th</sup>~~ day of March 2006 by and between Westminster Cracker Company, Inc., a Vermont corporation ("Westminster") and Eastern Bank ("Secured Party").

WHEREAS, Westminster is indebted to Secured Party under various promissory notes and other instruments of indebtedness (the "Indebtedness");

WHEREAS, Westminster has granted a security interest in certain federally registered trademarks together with the goodwill associated therewith, to the Secured Party in order to secure the Indebtedness;

WHEREAS, the parties wish to file this conditional assignment of certain trademarks with the U.S. Patent and Trademark Office;

NOW THEREFORE, the parties hereto agree as follows:

1. Westminster hereby grants to the Secured Party a security interest in, and conditionally assigns to Secured Party, those trademarks set forth in the attached Schedule A (the "Trademarks").

2. Secured Party hereby acknowledges that the within assignment is conditional only, and shall become an absolute assignment only upon Secured Party's exercise of its rights and remedies under its security agreement by and between Westminster and Secured Party.

3. The address of Secured Party is :

265 Franklin Street  
Boston, MA 02110

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed under seal by their duly authorized officers on the date first above written.

DEBTOR  
Westminster Cracker Company, Inc.  
*Denis J. Keaveny*  
Name: Denis J. Keaveny  
Title: President

SECURED PARTY  
Eastern Bank  
*Amy Lyne*  
Name: Amy Lyne  
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 20<sup>th</sup> day of March 2006, before me, the undersigned notary public, personally appeared Denis J. Keaveny, President of Westminster Cracker Company, Inc., proved to me through satisfactory evidence of identification, which was [check one] notarize photo identification; \_\_\_\_\_ credible witness; or \_\_\_\_\_ personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose.

*J. H. Lyne*  
Notary Public  
My commission expires: 9/25/09

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 30<sup>th</sup> day of March 2006, before me, the undersigned notary public, personally appeared Amy Lyons, VP of Eastern Bank, proved to me through satisfactory evidence of identification, which was [check one]: \_\_\_\_\_ photo identification; \_\_\_\_\_ credible witness; or  personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose.

[Signature]  
Notary Public  
My commission expires: 9/25/09



EXHIBIT A

Federal Trademark Registrations

WESTMINSTER CRACKERS

1579303

01/23/1990